

BALL JANIK LLP

A T T O R N E Y S

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

www.balljanik.com

TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

RECORDATION NO. 70987-A FILED

JAN 14 '02

12:03 PM

SURFACE TRANSPORTATION BOARD

lgitomer@bjllp.com

January 14, 2002

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Release of Equipment Subject to Purchase Money Security Agreement, a secondary document, dated December 31, 2001. The primary document to which this is connected is recorded under Recordation No. 20987. We request that one copy of this document be recorded under Recordation No. 20987-A.

The name and address of the party to the Release of Equipment Subject to Purchase Money Security Agreement is:

Secured Party:

Wells Fargo Equipment Finance, Inc.
Investors Building #300
733 Marquette Avenue
Minneapolis MN 55402

A description of the equipment covered by the Release of Equipment Subject to Purchase Money Security Agreement consists of 42 tank cars numbered HDSX 20001, 20002, 20004-20008, inclusive, 20010, 20011, 20013-20017, inclusive, 20020-20023, inclusive, 20025-20036, inclusive, 20038, 20039, 20044, 20049, 20051, 20055, 20061, 21031, 21032, 21033, 21035, and 21042.

BALL JANIK LLP

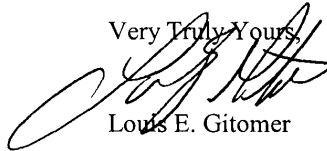
Honorable Vernon A. Williams
January 14, 2002
Page 2

A fee of \$28.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Release of Equipment Subject to Purchase Money Security Agreement by Wells Fargo Equipment Finance, Inc., Investors Building #300, 733 Marquette Avenue, Minneapolis MN 55402, covering 42 tank cars numbered HDSX 20001, 20002, 20004-20008, inclusive, 20010, 20011, 20013-20017, inclusive, 20020-20023, inclusive, 20025-20036, inclusive, 20038, 20039, 20044, 20049, 20051, 20055, 20061, 21031, 21032, 21033, 21035, and 21042.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'Louis E. Gitomer', is written over the typed name.

Louis E. Gitomer

Enclosures

RELEASE OF EQUIPMENT SUBJECT TO
PURCHASE MONEY SECURITY AGREEMENT
UNDER RECORDATION NO. 20987

RECORDATION NO. 20987-A FILED

JAN 14 '02

12-03 PM

THIS RELEASE OF EQUIPMENT SUBJECT TO PURCHASE MONEY SECURITY AGREEMENT is made as of December 31, 2001 by WELLS FARGO EQUIPMENT FINANCE, INC., successor to Charter Financial, Inc. ("Secured Party") for the benefit of RailAmerica Equipment Corp. ("Debtor").

WHEREAS, the Secured Party entered into that certain Purchase Money Agreement No. 5277 dated as of November 5, 1997 (the "Security Agreement") pursuant to which Secured Party leased to Debtor that certain equipment set forth on Schedule I attached hereto, and all additions thereto alterations thereof, replacements thereof and substitutions therefor (the "Equipment").

WHEREAS, a Memorandum of Security Agreement (the "Memorandum of Security Agreement") was filed on November 12, 1997 and recorded with the Surface Transportation Board under recordation no. 20987 (hereinafter, the Security Agreement together with the Memorandum of Security Agreement, being referred to herein as the ("Security Agreement"); and the Memorandum of Security Agreement, being referred to herein as the ("Security Agreement")); and

WHEREAS, on December 31, 2001, the Equipment was released from the terms of the Security Agreement.

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, Security Agreement does hereby fully release the Equipment from the Security Agreement.

IN WITNESS WHEREOF, Secured Party has duly executed this Release of Equipment Subject to Purchase Money Security Agreement of Lease as of the date first above written.

WELLS FARGO EQUIPMENT FINANCE, INC.

By: [Signature]
Name: Robert J. Kantor
Title: Vice President

STATE OF NEW YORK)

COUNTY OF New York)

I, Louisa L. Baker, a Notary Public in and for the said state and county, do hereby certify that Robert J. Kantor personally appeared before me this day and acknowledged due execution of the foregoing Release of Equipment Subject to Purchase Money Security Agreement and Security Agreement.

Witness my hand and official seal this 4th day of January, 2002 UB



Notary Public

My commission expires: _____ LOUISA L. BAKER
Notary Public, State of New York
No. 31-4955650
Qualified in Westchester County
Commission Expires September 5, 2003

[NOTARY SEAL]

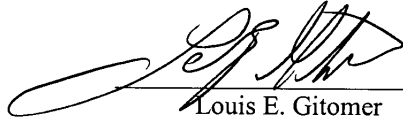
SCHEDULE I**DESCRIPTION OF EQUIPMENT**

1. NUMBER OF CARS: 42
2. DESCRIPTION OF CARS: 20,000 Gallon Capacity, Non-coil and non-insulated tank cars built in 1974-1980
3. CAR NUMBERS AND MARKS:

HDSX 20001	HDSX 20028
HDSX 20002	HDSX 20029
HDSX 20004	HDSX 20030
HDSX 20005	HDSX 20031
HDSX 20006	HDSX 20032
HDSX 20007	HDSX 20033
HDSX 20008	HDSX 20034
HDSX 20010	HDSX 20035
HDSX 20011	HDSX 20036
HDSX 20013	HDSX 20038
HDSX 20014	HDSX 20039
HDSX 20015	HDSX 20044
HDSX 20016	HDSX 20049
HDSX 20017	HDSX 20051
HDSX 20020	HDSX 20055
HDSX 20021	HDSX 20061
HDSX 20022	HDSX 21031
HDSX 20023	HDSX 21032
HDSX 20025	HDSX 21033
HDSX 20026	HDSX 21035
HDSX 20027	HDSX 21042

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Release of Equipment Subject to Purchase Money Security Agreement dated as of December 31, 2001, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
January 14, 2002